

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1995 **ANNUAL GENERAL MEETING** of the Company will be held at Moor Lane Derby on Thursday 1 June 1995 at 4:40pm for the following purposes:

1. To receive the Annual Report for the year ended 31 December 1994.
2. To pass the following Elective Resolutions in accordance with Section 379A of the Companies Act 1985 (the Act) .

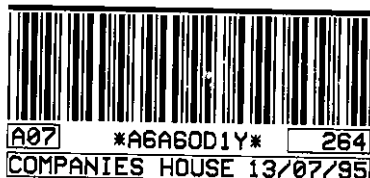
The Company hereby elects :

- 2.1 to dispense with the laying of the Annual Report before the Company in General Meeting pursuant to Section 252 of the Act.
 - 2.2 to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Act.
3. To pass the following resolution as a **Special Resolution**.

THAT whilst election 2.2 above remains in force, any requirement in the Company's Articles of Association that a director or directors retire by rotation is hereby suspended as if such requirement did not form part of the said Articles of Association.

PROXY : A member entitled to attend and vote at the above meeting, is entitled to appoint a proxy to attend and, on a poll, to vote in his stead. A Proxy need not be a member of the Company.

By Order of the Board



A large, stylized handwritten signature in black ink.

J R Ashfield
Secretary
Derby
2 May 1995